

1 **Exhibit C**

2 **Mesterharm Declaration**

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

1 James Mesterharm
2 AP SERVICES, LLC
3 909 Third Avenue
4 New York, NY 10022
5 (212) 490-2500
6 jmesterharm@alixpartners.com

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF JAMES
MESTERHARM IN SUPPORT OF
APPLICATION OF AP SERVICES, LLC
FOR APPROVAL OF SUCCESS FEE**

Affects PG&E Corporation
 Affects Pacific Gas and Electric
Company
 Affects both Debtors

* All papers shall be filed in the Lead
Case, No. 19-30088 (DM).

I, James Mesterharm, make this declaration (the “Declaration”) as follows:

I am a Managing Director of AlixPartners, LLP (“AlixPartners”), head of AlixPartners’ Turnaround and Restructuring Practice in the Americas, and an authorized representative of AP Services, LLC (“APS”). AlixPartners and APS have a place of business at 909 Third Avenue, Floor 30, New York, New York, 10022.

This Declaration is submitted pursuant to Section 504 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2016 in connection with and in support of APS’s application (the

“Application”) for allowance of the Success Fee¹ payable to APS, filed contemporaneously herewith. I have read the Application, and the facts contained therein are true and correct to the best of my knowledge, information and belief.

The Application requests that this Court enter an order awarding APS a Success Fee of \$8,000,000.

No agreement or understanding exists between APS and any other persons or parties to share in any compensation received in connection with these chapter 11 cases, other than as among members of APS.

The services of APS are integral to the continued positive results in these cases and contribute significant direct and incremental value to the Debtors and other stakeholders, as detailed in the Application.

In addition to time-based fees, performance-based fees are a normal part of compensation for APS and other turnaround and management restructuring consulting firms. APS priced the engagement and negotiated the Success Fee as part of its total compensation package, and APS took the Success Fee into account in accepting the engagement from the Debtors. The Success Fee is fair, reasonable and comparable to success fees charged by APS and other advisors in similar engagements both in and out of chapter 11.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: August 31, 2020

AP Services, LLC

By: /s/James Mesterharm
Name: James Mesterharm
Title: Authorized Representative

¹ Capitalized terms used but not defined herein have the meanings defined in the Application.